

# HELM

## FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

### VIA AIR COURIER

April 18, 1995

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

RECORDATION NO. 16168-WWW FILED 1425

APR 19 1995 - 3 25 PM

RE: Security Agreement dated as of January 17, 1989 ("Security Agreement")  
between Helm Financial Corporation ("Helm") and The First National Bank  
of Boston ("Agent").

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording,  
under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder  
the following document:

Three (3) fully executed originals of the Partial Termination of  
Security Agreement dated November 1, 1994 ("Partial Termination") by The  
First National Bank of Boston, a national banking association, for the  
benefit of Helm Financial Corporation.

In connection with the recording of the Partial Termination, please note the  
following information:

Name and Address of Helm: Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

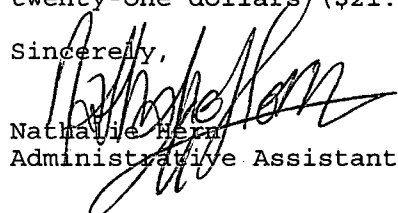
Name and Address of Agent: The First National Bank of Boston  
100 Federal Street  
Boston, Massachusetts 02110

Equipment: Eighty (80) railcars (See Exhibit A for reporting mark and  
numbers)

Previous ICC Filing: Security Agreement filed on January 18, 1989 under  
Recordation No. 16168

Please file the Partial Termination under the next available recordation  
number and return endorsed originals to my attention. The filing fee of  
twenty-one dollars (\$21.00) is included in the enclosed check.

Sincerely,

  
Nathalie Hernandez  
Administrative Assistant

/nh  
Enclosures (3)

RECORDATION NO. 16168-11111  
FILED 1628

PARTIAL TERMINATION OF  
SECURITY AGREEMENT

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INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of November 1, 1994 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association, as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time (the "Agent"), for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

1. **Recitals.** Helm owns eighty (80) railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm has sold or is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. **Termination of Security Interest.** The Agent's security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Bank, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON,  
as Agent

By: Barbara W. Wilson  
Title: Director  
Date: 11/2/94

COMMONWEALTH OF MASSACHUSETTS )  
 ) §  
COUNTY OF SUFFOLK )

On this 2<sup>ND</sup> day of November, 1994 before me, personally appeared Barbara Wilson, to me personally know, who being by me duly sworn, says that she is a Director of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Florence Grose  
Notary Public

My Commission Expires:

FLORENCE GROSE  
Notary Public  
My Commission Expires November 12, 1999

## EXHIBIT A

### Description of Equipment:

Eighty (80) heavy bad order, one hundred (100) ton, three (3) and four (4) pocket open top hopper railcars.

<u>Unit Number</u>	<u>Unit Number</u>
1. BO 163506	41. CSXT 821393
2. BO 184921	42. CSXT 821811
3. BO 184961	43. CSXT 822382
4. BO 186004	44. CSXT 822919
5. BO 186042	45. CSXT 823811
6. BO 186979	46. CSXT 827240
7. BO 187190	47. CSXT 828408
8. BO 197471	48. CSXT 828768
9. BO 197631	49. CSXT 829106
10. BO 198037	50. CSXT 829717
11. BO 198153	51. CSXT 831629
12. BO 198611	52. LN 198062
13. BO 198690	53. WM 85011
14. BO 198754	54. WM 85018
15. BO 198947	55. WM 85032
16. BO 199265	56. WM 85052
17. BO 199291	57. WM 85053
18. BO 199331	58. WM 85055
19. BO 199486	59. WM 85059
20. CO 158065	60. WM 85063
21. CO 158082	61. WM 85083
22. CO 158452	62. WM 85087
23. CO 159179	63. WM 85094
24. CO 159182	64. WM 85099
25. CO 159805	65. WM 85111
26. CO 160210	66. WM 85118
27. CO 183195	67. WM 85119
28. CO 183202	68. WM 85135
29. CO 183457	69. WM 85146
30. CO 183544	70. WM 85148
31. CO 183646	71. WM 85151
32. CO 183662	72. WM 85152
33. CO 184447	73. WM 85168
34. CO 191103	74. WM 85170
35. CO 191270	75. WM 85171
36. CRR 56712	76. WM 199603
37. CSXT 346830	77. WM 199752
38. CSXT 347128	78. WM 199831
39. CSXT 819040	79. WM 199876
40. CSXT 820336	80. WM 199932